



HEALTH QUARTERLY STATEMENT

AS OF MARCH 31, 2014
OF THE CONDITION AND AFFAIRS OF THE

Anthem Health Plans of Maine, Inc.

NAIC Group Code	<u>0671</u> (Current)	<u>0671</u> (Prior)	NAIC Company Code	<u>52618</u>	Employer's ID Number	<u>31-1705652</u>
Organized under the Laws of	<u>Maine</u>		, State of Domicile or Port of Entry		<u>Maine</u>	
Country of Domicile	<u>United States of America</u>					
Licensed as business type:	<u>Other</u>					
Is HMO Federally Qualified?	Yes [] No [X]					
Incorporated/Organized	<u>03/10/2000</u>		Commenced Business		<u>06/05/2000</u>	
Statutory Home Office	<u>2 Gannett Drive</u> (Street and Number)		<u>South Portland, ME, US 04106-6911</u> (City or Town, State, Country and Zip Code)			
Main Administrative Office	<u>2 Gannett Drive</u> (Street and Number)		<u>866-583-6182</u> (Area Code) (Telephone Number)			
	<u>South Portland, ME, US 04106-6911</u> (City or Town, State, Country and Zip Code)		<u>866-583-6182</u> (Area Code) (Telephone Number)			
Mail Address	<u>2 Gannett Drive</u> (Street and Number or P.O. Box)		<u>South Portland, ME, US 04106-6911</u> (City or Town, State, Country and Zip Code)			
Primary Location of Books and Records	<u>2 Gannett Drive</u> (Street and Number)		<u>866-583-6182</u> (Area Code) (Telephone Number)			
	<u>South Portland, ME, US 04106-6911</u> (City or Town, State, Country and Zip Code)		<u>866-583-6182</u> (Area Code) (Telephone Number)			
Internet Website Address	<u>www.anthem.com</u>					
Statutory Statement Contact	<u>Joanne Lauterbach</u> (Name)		<u>207-822-7794</u> (Area Code) (Telephone Number)			
	<u>joanne.lauterbach@anthem.com</u> (E-mail Address)		<u>207-822-8999</u> (FAX Number)			

OFFICERS

President and Chairperson	<u>Daniel Patrick Corcoran</u>	Treasurer	<u>Robert David Kretschmer</u>
Secretary	<u>Kathleen Susan Kiefer</u>	Assistant Secretary and Clerk	<u>Lendall Libby Smith Esq.</u>

OTHER

<u>Timothy Paul Deno</u>	<u>Valuation Actuary</u>	<u>Eric (Rick) Kenneth Noble</u>	<u>Assistant Treasurer</u>
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DIRECTORS OR TRUSTEES

<u>Daniel Patrick Corcoran</u>	<u>Carter Allen Beck</u>	<u>Kathleen Susan Kiefer</u>
<u>Wayne Scott DeVeydt</u>	<u>Robert David Kretschmer</u>	<u>John Edward Gallina</u>
<u>Catherine Irene Kelaghan</u>		

State of Maine SS:
County of Cumberland

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

<u>Dan P. Corcoran</u>	<u>Kathleen Kiefer</u>	<u>Robert David Kretschmer</u>
Daniel Patrick Corcoran President	Kathleen Susan Kiefer Secretary	Robert David Kretschmer Treasurer

Subscribed and sworn to before me this 12th day of May, 2014
Sharon W. Berry

- a. Is this an original filing? Yes [X] No []
b. If no,
1. State the amendment number.....
2. Date filed.....
3. Number of pages attached.....

SHARON W. BERRY
Notary Public, Maine
My Commission Expires January 8, 2017



ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	198,285,647		198,285,647	195,960,781
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens.....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	8,171,679		8,171,679	8,055,018
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$(42,618,005)), cash equivalents (\$) and short-term investments (\$1,181,571)	(41,436,434)		(41,436,434)	(24,462,891)
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	205,702		205,702	205,702
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	165,226,594	0	165,226,594	179,758,610
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	1,788,340		1,788,340	2,075,699
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	22,271,917	660,718	21,611,199	21,119,529
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$18,358,263 earned but unbilled premiums)	18,358,263		18,358,263	17,241,485
15.3 Accrued retrospective premiums	840,153		840,153	811,213
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	859,552		859,552	6,835,260
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	16,573,528	1,945,826	14,627,702	17,397,561
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	15,151,603	2,851,872	12,299,731	14,572,197
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	124,534	76,475	48,059	73,844
21. Furniture and equipment, including health care delivery assets (\$)	955,300	955,300	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	62,672,078		62,672,078	31,518,079
24. Health care (\$65,436,742) and other amounts receivable	73,736,338	8,299,596	65,436,742	68,416,230
25. Aggregate write-ins for other than invested assets	58,055,552	279,194	57,776,358	57,766,850
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	436,613,752	15,068,981	421,544,771	417,586,557
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	436,613,752	15,068,981	421,544,771	417,586,557
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Federal Employee Program Assets Held by Agent	56,755,038		56,755,038	56,897,716
2502. State Tax Recoverable	541,683		541,683	741,659
2503. Exchange Subsidy Receivables	369,686		369,686	0
2598. Summary of remaining write-ins for Line 25 from overflow page	389,145	279,194	109,951	127,475
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	58,055,552	279,194	57,776,358	57,766,850

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 929,266 reinsurance ceded)	98,645,055	474,845	99,119,900	89,692,801
2. Accrued medical incentive pool and bonus amounts	279,260		279,260	115,488
3. Unpaid claims adjustment expenses	2,264,621		2,264,621	2,140,362
4. Aggregate health policy reserves, including the liability of \$ 0 for medical loss ratio rebate per the Public Health Service Act	89,646,752		89,646,752	101,268,916
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	1,102,520		1,102,520	1,177,990
8. Premiums received in advance	16,642,499		16,642,499	12,289,600
9. General expenses due or accrued	18,926,134		18,926,134	5,021,402
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	4,764,012		4,764,012	1,103,459
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable	242,843		242,843	812,919
12. Amounts withheld or retained for the account of others	380,673		380,673	318,291
13. Remittances and items not allocated	4,358,989		4,358,989	2,268,098
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	5,946,507		5,946,507	20,856,748
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$ companies)			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	5,704,218		5,704,218	7,915,760
23. Aggregate write-ins for other liabilities (including \$ 2,735,701 current)	10,003,497	0	10,003,497	9,475,956
24. Total liabilities (Lines 1 to 23)	258,907,580	474,845	259,382,425	254,457,790
25. Aggregate write-ins for special surplus funds	XXX	XXX	5,313,633	0
26. Common capital stock	XXX	XXX	2,500,000	2,500,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	120,652,900	120,652,900
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	33,695,813	39,975,867
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	162,162,346	163,128,767
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	421,544,771	417,586,557
DETAILS OF WRITE-INS				
2301. FEP Special Advance	4,353,675		4,353,675	4,353,675
2302. Blue Card Liabilities	1,543,031		1,543,031	1,586,220
2303. Escheat Liability	1,317,373		1,317,373	1,214,895
2398. Summary of remaining write-ins for Line 23 from overflow page	2,789,418	0	2,789,418	2,321,166
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	10,003,497	0	10,003,497	9,475,956
2501. Estimated 2015 ACA health insurer fee	XXX	XXX	5,313,633	0
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	5,313,633	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	966,962	1,007,498	3,948,805
2. Net premium income (including \$ non-health premium income).....	XXX	237,886,496	264,309,658	1,046,112,967
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	11,849,485	(9,972,586)	(15,311,564)
4. Fee-for-service (net of \$ medical expenses).....	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	249,735,981	254,337,072	1,030,801,403
Hospital and Medical:				
9. Hospital/medical benefits	772,611	161,276,138	167,152,979	704,883,599
10. Other professional services	10,286	2,147,069	2,025,175	8,460,692
11. Outside referrals				
12. Emergency room and out-of-area	37,758	7,881,615	8,282,303	31,805,050
13. Prescription drugs	198,936	41,526,267	38,817,919	158,306,906
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		1,042,114	9,713	1,278,018
16. Subtotal (Lines 9 to 15)	1,019,591	213,873,203	216,288,089	904,734,265
Less:				
17. Net reinsurance recoveries		830,370	3,349,397	23,813,108
18. Total hospital and medical (Lines 16 minus 17)	1,019,591	213,042,833	212,938,692	880,921,157
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$3,807,198 cost containment expenses		6,658,249	7,529,107	29,079,545
21. General administrative expenses		31,884,588	14,582,200	62,677,317
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)		227,321		0
23. Total underwriting deductions (Lines 18 through 22).....	1,019,591	251,812,991	235,049,999	972,678,019
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(2,077,010)	19,287,073	58,123,384
25. Net investment income earned		2,121,016	2,438,132	9,243,340
26. Net realized capital gains (losses) less capital gains tax of \$37,979		70,547	216,623	1,241,718
27. Net investment gains (losses) (Lines 25 plus 26)	0	2,191,563	2,654,755	10,485,058
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)].....				73,102
29. Aggregate write-ins for other income or expenses	0	20,236	4,692	16,242
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	134,789	21,946,520	68,697,786
31. Federal and foreign income taxes incurred	XXX	4,848,546	7,500,345	20,327,923
32. Net income (loss) (Lines 30 minus 31)	XXX	(4,713,757)	14,446,175	48,369,863
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901. Miscellaneous Income		20,236	4,692	16,242
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	20,236	4,692	16,242

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	163,128,767	142,789,377	142,789,377
34. Net income or (loss) from Line 32	(4,713,757)	14,446,175	48,369,863
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$		(63)	(14,331)
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	(2,492,389)	(4,950,039)	(10,527,154)
39. Change in nonadmitted assets	6,239,725	14,288,791	22,411,012
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders			(39,900,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital & surplus (Lines 34 to 47)	(966,421)	23,784,864	20,339,390
49. Capital and surplus end of reporting period (Line 33 plus 48)	162,162,346	166,574,241	163,128,767
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	240,039,725	265,815,449	1,044,088,403
2. Net investment income	3,020,541	3,333,571	12,084,828
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	243,060,266	269,149,020	1,056,173,231
5. Benefit and loss related payments	197,551,724	211,661,145	878,704,855
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	24,383,373	29,223,928	98,344,847
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$37,979 tax on capital gains (losses)	1,225,972	555,047	22,991,109
10. Total (Lines 5 through 9)	223,161,069	241,440,120	1,000,040,811
11. Net cash from operations (Line 4 minus Line 10)	19,899,197	27,708,900	56,132,420
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	0	18,285,223	70,732,385
12.2 Stocks	15,971,478	0	175,557
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	5,526,277	556,035
12.8 Total investment proceeds (Lines 12.1 to 12.7)	15,971,478	23,811,500	71,463,977
13. Cost of investments acquired (long-term only):			
13.1 Bonds	18,701,024	21,912,544	54,786,530
13.2 Stocks	0	0	882
13.3 Mortgage loans	0	0	0
13.4 Real estate	214,692	97,686	97,686
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	4,723,040	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	18,915,716	26,733,270	54,885,098
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(2,944,238)	(2,921,770)	16,578,879
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	39,900,000
16.6 Other cash provided (applied)	(33,928,502)	(7,049,126)	24,163,963
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(33,928,502)	(7,049,126)	(15,736,037)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(16,973,543)	17,738,004	56,975,262
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	(24,462,891)	(81,438,153)	(81,438,153)
19.2 End of period (Line 18 plus Line 19.1)	(41,436,434)	(63,700,149)	(24,462,891)

Note: Supplemental disclosures of cash flow information for non-cash transactions:

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	322,828	18,349	130,263	20,093	82,628	10,666	35,788	2,904	0	22,137
2. First Quarter	319,832	17,537	126,100	20,404	78,637	12,965	41,043	416	0	22,730
3. Second Quarter	0									
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	966,962	54,601	382,255	61,674	237,744	37,573	123,435	1,225	0	68,455
Total Member Ambulatory Encounters for Period:										
7. Physician	267,871	21,642	209,335	33,752				3,142		
8. Non-Physician	314,358	12,566	185,176	112,936				3,680		
9. Total	582,229	34,208	394,511	146,688	0	0	0	6,822	0	0
10. Hospital Patient Days Incurred	25,744	1,171	10,332	13,861				380		
11. Number of Inpatient Admissions	4,149	225	2,044	1,814				66		
12. Health Premiums Written (a)	238,131,304	18,403,067	160,532,738	11,284,533	804,081	1,182,049	44,311,374	683,395		930,067
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	249,980,789	18,291,570	172,237,387	10,946,414	803,483	1,171,736	44,454,052	1,146,080		930,067
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	205,727,364	13,795,077	135,019,576	13,385,752	664,035	761,402	39,532,910	2,302,662		265,950
18. Amount Incurred for Provision of Health Care Services	213,873,203	16,759,584	143,963,072	10,535,595	678,997	879,471	40,642,879	(78,133)		491,738

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 683,395

STATEMENT AS OF MARCH 31, 2014 OF THE Anthem Health Plans of Maine, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

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UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	55,660,051	99,350,265	7,628,998	65,854,108	63,289,049	60,361,970
2. Medicare Supplement	9,094,135	4,291,617	440,552	6,405,133	9,534,687	9,695,842
3. Dental Only	169,341	592,061	39,321	308,665	208,662	229,917
4. Vision Only	108,355	555,680	6,459	74,174	114,814	65,671
5. Federal Employees Health Benefits Plan	15,045,400	24,359,518	1,704,341	16,282,052	16,749,741	16,883,766
6. Title XVIII - Medicare	1,874,672	426,225	492,652	412,565	2,367,324	3,286,013
7. Title XIX - Medicaid					0	0
8. Other health	321,863	(55,913)		573,400	321,863	347,612
9. Health subtotal (Lines 1 to 8)	82,273,817	129,519,453	10,312,323	89,910,097	92,586,140	90,870,791
10. Healthcare receivables (a)	5,304,213	3,839,967			5,304,213	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	115,488	762,854		279,260	115,488	115,488
13. Totals (Lines 9-10+11+12)	77,085,092	126,442,340	10,312,323	90,189,357	87,397,415	90,986,279

(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

For purposes of the quarterly interim financial information, it is presumed that the users of the interim financial information have read or have access to the Annual Statement as of December 31, 2013. This presentation addresses only significant events occurring since the last Annual Statement.

1. Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of Anthem Health Plans of Maine, Inc. (the "Company") have been prepared in conformity with the National Association of Insurance Commissioners' ("NAIC") *Annual Statement Instructions* and in accordance with accounting practices prescribed by the NAIC *Accounting Practices and Procedures Manual* ("NAIC SAP"), subject to any deviations prescribed or permitted by the Maine Bureau of Insurance (the "Bureau").

For the three months ended March 31, 2014 and the year ended December 31, 2013, there were no differences between the Company's statutory-basis capital and surplus or net income under NAIC SAP and practices prescribed or permitted by the Bureau.

B. Use of Estimates in the Preparation of the Financial Statements

There were no significant changes for the three months ended March 31, 2014.

C. Accounting Policy

There were no significant changes for the three months ended March 31, 2014.

2. Accounting Changes and Corrections of Errors

There were no significant changes for the three months ended March 31, 2014.

3. Business Combinations and Goodwill

There were no significant changes for the three months ended March 31, 2014.

4. Discontinued Operations

There were no significant changes for the three months ended March 31, 2014.

5. Investments

A. - C.

There were no significant changes for the three months ended March 31, 2014.

D. Loan-Backed Securities

- (1) Prepayment assumptions for mortgage-backed/loan-backed and structured securities were obtained from broker-dealer survey values or internal estimates. The Company used various third-party pricing sources in determining the market value of its loan-backed securities.
- (2) The Company did not recognize other-than-temporary impairments on its loan-backed securities during the three months ended March 31, 2014.
- (3) The Company did not hold other-than-temporarily impaired loan-backed securities at March 31, 2014.
- (4) The Company had no impaired securities for which an other-than-temporary impairment had not been recognized in earnings as a realized loss at March 31, 2014.
- (5) The Company had no impaired loan-backed securities at March 31, 2014.

E. - H.

There were no significant changes for the three months ended March 31, 2014.

I. Working Capital Finance Investments

Not applicable.

NOTES TO FINANCIAL STATEMENTS

6. Joint Ventures, Partnerships and Limited Liability Companies

There were no significant changes for the three months ended March 31, 2014.

7. Investment Income

There were no significant changes for the three months ended March 31, 2014.

8. Derivative Instruments

There were no significant changes for the three months ended March 31, 2014.

9. Income Taxes

There were no significant changes for the three months ended March 31, 2014.

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

There were no significant changes for the three months ended March 31, 2014.

11. Debt

A. Debt, Including Capital Notes

The Company had no debt, including capital notes, outstanding at March 31, 2014.

B. FHLB (Federal Home Loan Bank) Arrangements

The Company had no FHLB agreements outstanding at March 31, 2014.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

There were no significant changes for the three months ended March 31, 2014.

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

There were no significant changes for the three months ended March 31, 2014.

14. Contingencies

There were no significant changes for the three months ended March 31, 2014.

15. Leases

There were no significant changes for the three months ended March 31, 2014.

16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

There were no significant changes for the three months ended March 31, 2014.

NOTES TO FINANCIAL STATEMENTS

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfers of Receivables Reported as Sales

Not applicable at March 31, 2014.

B. Transfer and Servicing of Financial Assets

There were no significant changes for the three months ended March 31, 2014.

C. Wash Sales

- (1) In the course of the Company’s asset management, securities may be sold and reacquired within 30 days of the sale date to enhance the yield on the investments.
- (2) At March 31, 2014, there were no wash sales involving securities with an NAIC designation of 3 or below or unrated.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

There were no significant changes for the three months ended March 31, 2014.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

There were no significant changes for the three months ended March 31, 2014.

20. Fair Value Measurements

- A. At March 31, 2014, the Company did not have any assets or liabilities measured at fair value.
- B. Not applicable.
- C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 202,229,951	\$ 198,285,647	\$ 173,681	\$ 202,056,270	\$ -	\$ -
Short-term Investments and Money Market Funds	1,181,571	1,181,571	1,181,571	-	-	-
	\$ 203,411,522	\$ 199,467,218	\$ 1,355,252	\$ 202,056,270	\$ -	\$ -

- D. Not Applicable.

NOTES TO FINANCIAL STATEMENTS

21. Other Items

A. – I. There were no significant changes for the three months ended March 31, 2014.

J. Risk Sharing Provisions of the Affordable Care Act

(1) Impact of Risk Sharing Provisions of the Affordable Care Act on Assets, Liabilities, and Revenue for the Current Year. Asset balances shall reflect admitted asset balances.

a.	Permanent ACA Risk Adjustment Program		
	Assets		
	1. Premium adjustments receivable due to ACA Risk Adjustment	\$	-
	Liabilities		
	2. Risk adjustment user fees payable for ACA Risk Adjustment	\$	1,291
	3. Premium adjustments payable due to ACA Risk Adjustment		-
	Operations (Revenue & Expense)		
	4. Reported as revenue in premium for accident and health contracts (written/collected) due to ACA Risk Adjustment	\$	-
	5. Reported in expenses as ACA risk adjustment user fees (incurred/paid)	\$	1,291
b.	Transitional ACA Reinsurance Program		
	Assets		
	1. Amounts recoverable for claims paid due to ACA Reinsurance	\$	-
	2. Amounts recoverable for claims unpaid due to ACA Reinsurance	\$	-
	3. Amounts receivable relating to uninsured plans for contributions for ACA Reinsurance	\$	-
	Liabilities		
	4. Claims unpaid - ceded due to ACA Reinsurance	\$	637,698
	5. Liabilities for contributions payable due to ACA Reinsurance - not reported as ceded premium	\$	2,356,473
	6. Ceded reinsurance premiums payable due to ACA Reinsurance	\$	242,843
	7. Liability for amounts held under uninsured plans contributions for ACA Reinsurance	\$	-
	Operations (Revenue & Expense)		
	8. Ceded reinsurance premiums due to ACA Reinsurance	\$	(242,843)
	9. Reinsurance recoveries (income statement) due to ACA Reinsurance payments or expected payments	\$	-
	10. ACA Reinsurance contributions - not reported as ceded premium	\$	2,356,473
c.	Temporary ACA Risk Corridors Program		
	Assets		
	1. Accrued retrospective premium due to ACA Risk Corridors	\$	-
	Liabilities		
	2. Reserve for rate credits or policy experience rating refunds due to ACA Risk Corridors	\$	-
	Operations (Revenue & Expense)		
	3. Effect of ACA Risk Corridors on net premium income (paid/received)	\$	-
	4. Effect of ACA Risk Corridors on change in reserves for rate credits	\$	-

22. Events Subsequent

Subsequent events have been considered through May 13, 2014, for the statutory statement issued on May 14, 2014. There are no events occurring subsequent to March 31, 2014 requiring disclosure.

23. Reinsurance

There were no significant changes for the three months ended March 31, 2014.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

There were no significant changes for the three months ended March 31, 2014.

NOTES TO FINANCIAL STATEMENTS

25. Change in Incurred Claims and Claims Adjustment Expenses

The estimated cost of claims and claims adjustment expenses attributable to insured events of the prior year decreased by \$2,980,033 for the three months ended March 31, 2014. This is approximately 3.2% of unpaid claims and unpaid claims adjustment expenses of \$93,126,641 as of December 31, 2013. The redundancy reflects the decreases in estimated claims and claims adjustment expenses as a result of claims payments during the year, and as additional information is received regarding claims incurred prior to 2014. Recent claim development trends are also taken into account in evaluating the overall adequacy of unpaid claims and unpaid claims adjustment expenses.

26. Intercompany Pooling Arrangements

There were no significant changes for the three months ended March 31, 2014.

27. Structured Settlements

There were no significant changes for the three months ended March 31, 2014.

28. Health Care Receivables

There were no significant changes for the three months ended March 31, 2014.

29. Participating Policies

There were no significant changes for the three months ended March 31, 2014.

30. Premium Deficiency Reserves

At March 31, 2013, the Company recorded premium deficiency reserves of \$227,321 related to the Medicare Advantage line of business. At December 31, 2013, the Company did not record a premium deficiency reserve.

(1) Liability carried for premium deficiency reserves	\$ 227,321
(2) Date of the most recent evaluation of this liability	03/31/2014
(3) Was anticipated investment income utilized in the calculation?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

31. Anticipated Salvage and Subrogation

There were no significant changes for the three months ended March 31, 2014.

STATEMENT AS OF MARCH 31, 2014 OF THE Anthem Health Plans of Maine, Inc.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [] No [X]
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes [] No []
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [] No [X]
- 2.2

If yes, date of change:
- 3.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?
If yes, complete Schedule Y, Parts 1 and 1A.

Yes [X] No []
- 3.2

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [] No [X]
- 3.3

If the response to 3.2 is yes, provide a brief description of those changes.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [] No [X]
- 4.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes [] No [X] N/A []
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2013
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2010
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

06/28/2012
- 6.4

By what department or departments?
State of Maine Bureau of Insurance
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [] No [] N/A [X]
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [X] No [] N/A []
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [] No [X]
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [] No [X]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [] No [X]
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

STATEMENT AS OF MARCH 31, 2014 OF THE Anthem Health Plans of Maine, Inc.

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity; (c) Compliance with applicable governmental laws, rules and regulations; (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and (e) Accountability for adherence to the code.

Yes ☒ No ☐
- 9.11

If the response to 9.1 is No, please explain:
- 9.2

Has the code of ethics for senior managers been amended?

Yes ☐ No ☒
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes ☐ No ☒
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes ☒ No ☐
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$0

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes ☐ No ☒
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$0
13.

Amount of real estate and mortgages held in short-term investments:

\$0
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes ☐ No ☒
- 14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$0	\$0
14.22 Preferred Stock	\$0	\$0
14.23 Common Stock	\$0	\$0
14.24 Short-Term Investments	\$0	\$0
14.25 Mortgage Loans on Real Estate	\$0	\$0
14.26 All Other	\$0	\$0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$0	\$0
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes ☐ No ☒
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? If no, attach a description with this statement.

Yes ☐ No ☐

STATEMENT AS OF MARCH 31, 2014 OF THE Anthem Health Plans of Maine, Inc.

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.

16.3 Total payable for securities lending reported on the liability page.
- \$

\$

\$
- 0

0

0

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?
- Yes
- X
- No
-

- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Bank of New York Mellon Corporation	New York, NY

- 17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?
- Yes
-
- No
- X

- 17.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
106482	Dimensional Fund Advisors	Santa Monica, CA
113878	McDonnell Investment Management, LLC	Oak Brook, IL

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?
- Yes
- X
- No
-

- 18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
- 1.1 A&H loss percent

86.8 %
- 1.2 A&H cost containment percent

1.5 %
- 1.3 A&H expense percent excluding cost containment expenses

13.9 %
- 2.1 Do you act as a custodian for health savings accounts?

Yes [] No [X]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date

\$
- 2.3 Do you act as an administrator for health savings accounts?

Yes [] No [X]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date

\$

STATEMENT AS OF MARCH 31, 2014 OF THE Anthem Health Plans of Maine, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

[illegible]

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

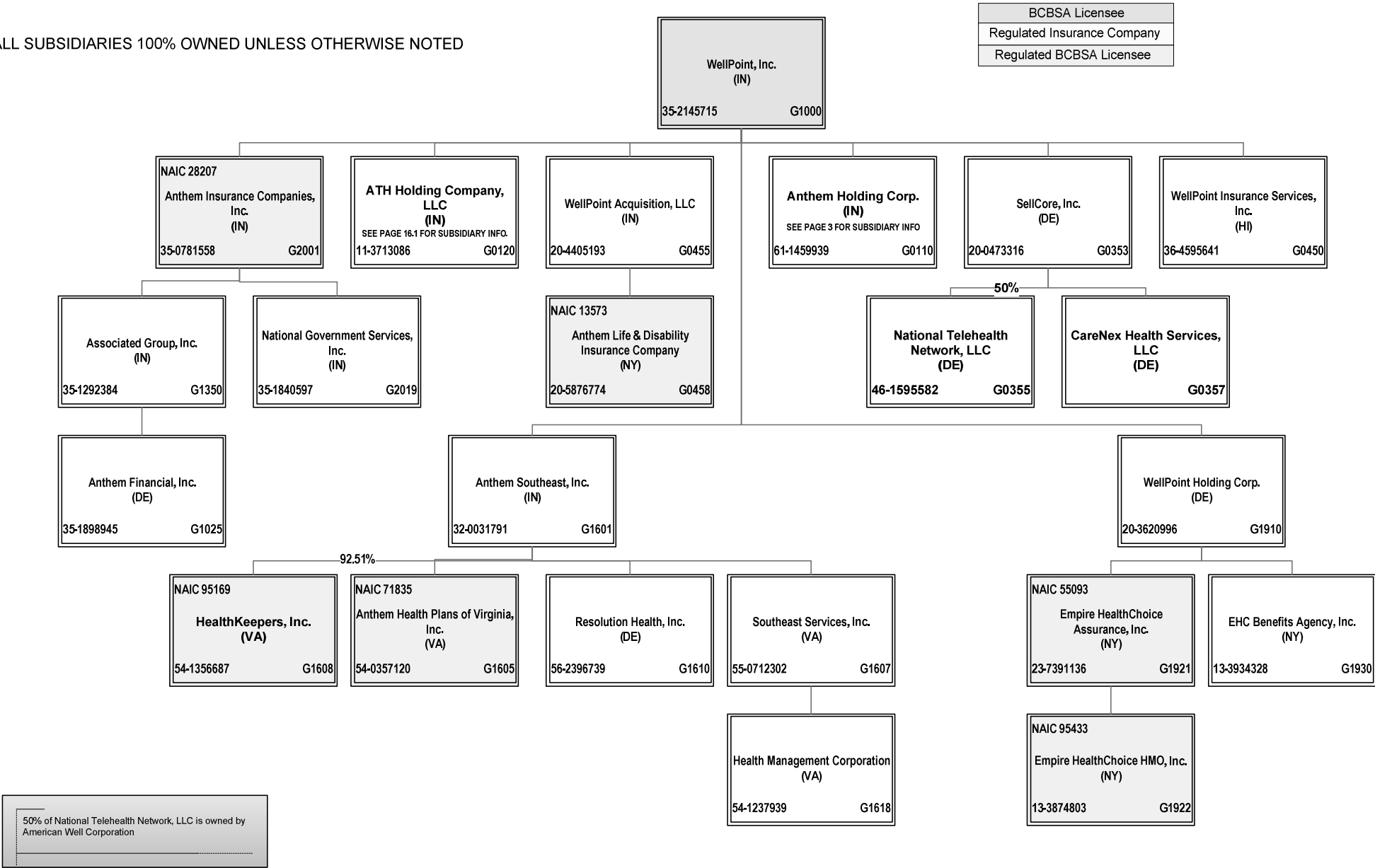
Current Year to Date - Allocated by States and Territories

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
States, etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama	AL	N						0	
2.	Alaska	AK	N						0	
3.	Arizona	AZ	N						0	
4.	Arkansas	AR	N						0	
5.	California	CA	N						0	
6.	Colorado	CO	N						0	
7.	Connecticut	CT	N						0	
8.	Delaware	DE	N						0	
9.	District of Columbia	DC	N						0	
10.	Florida	FL	N						0	
11.	Georgia	GA	N						0	
12.	Hawaii	HI	N						0	
13.	Idaho	ID	N						0	
14.	Illinois	IL	N						0	
15.	Indiana	IN	N						0	
16.	Iowa	IA	N						0	
17.	Kansas	KS	N						0	
18.	Kentucky	KY	N						0	
19.	Louisiana	LA	N						0	
20.	Maine	ME	L	193,136,535	683,395	44,311,374			238,131,304	
21.	Maryland	MD	N						0	
22.	Massachusetts	MA	N						0	
23.	Michigan	MI	N						0	
24.	Minnesota	MN	N						0	
25.	Mississippi	MS	N						0	
26.	Missouri	MO	N						0	
27.	Montana	MT	N						0	
28.	Nebraska	NE	N						0	
29.	Nevada	NV	N						0	
30.	New Hampshire	NH	N						0	
31.	New Jersey	NJ	N						0	
32.	New Mexico	NM	N						0	
33.	New York	NY	N						0	
34.	North Carolina	NC	N						0	
35.	North Dakota	ND	N						0	
36.	Ohio	OH	N						0	
37.	Oklahoma	OK	N						0	
38.	Oregon	OR	N						0	
39.	Pennsylvania	PA	N						0	
40.	Rhode Island	RI	N						0	
41.	South Carolina	SC	N						0	
42.	South Dakota	SD	N						0	
43.	Tennessee	TN	N						0	
44.	Texas	TX	N						0	
45.	Utah	UT	N						0	
46.	Vermont	VT	N						0	
47.	Virginia	VA	N						0	
48.	Washington	WA	N						0	
49.	West Virginia	WV	N						0	
50.	Wisconsin	WI	N						0	
51.	Wyoming	WY	N						0	
52.	American Samoa	AS	N						0	
53.	Guam	GU	N						0	
54.	Puerto Rico	PR	N						0	
55.	U.S. Virgin Islands	VI	N						0	
56.	Northern Mariana Islands	MP	N						0	
57.	Canada	CAN	N						0	
58.	Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0
59.	Subtotal	XXX	193,136,535	683,395	0	44,311,374	0	0	238,131,304	0
60.	Reporting Entity Contributions for Employee Benefit Plans	XXX							0	
61.	Totals (Direct Business)	(a) 1	193,136,535	683,395	0	44,311,374	0	0	238,131,304	0
DETAILS OF WRITE-INS										
58001.		XXX								
58002.		XXX								
58003.		XXX								
58998.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
58999.	Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and Other Alien.

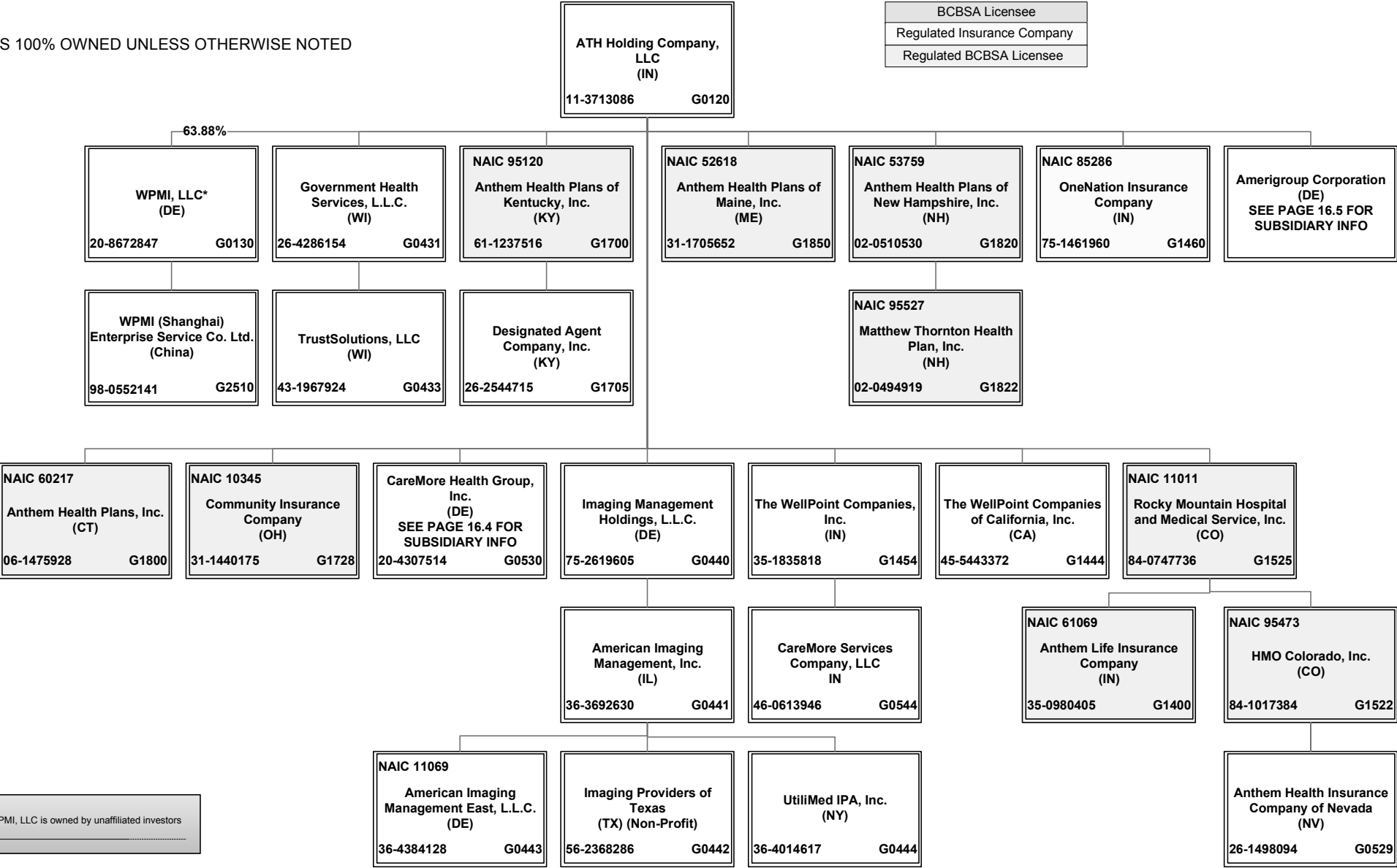
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

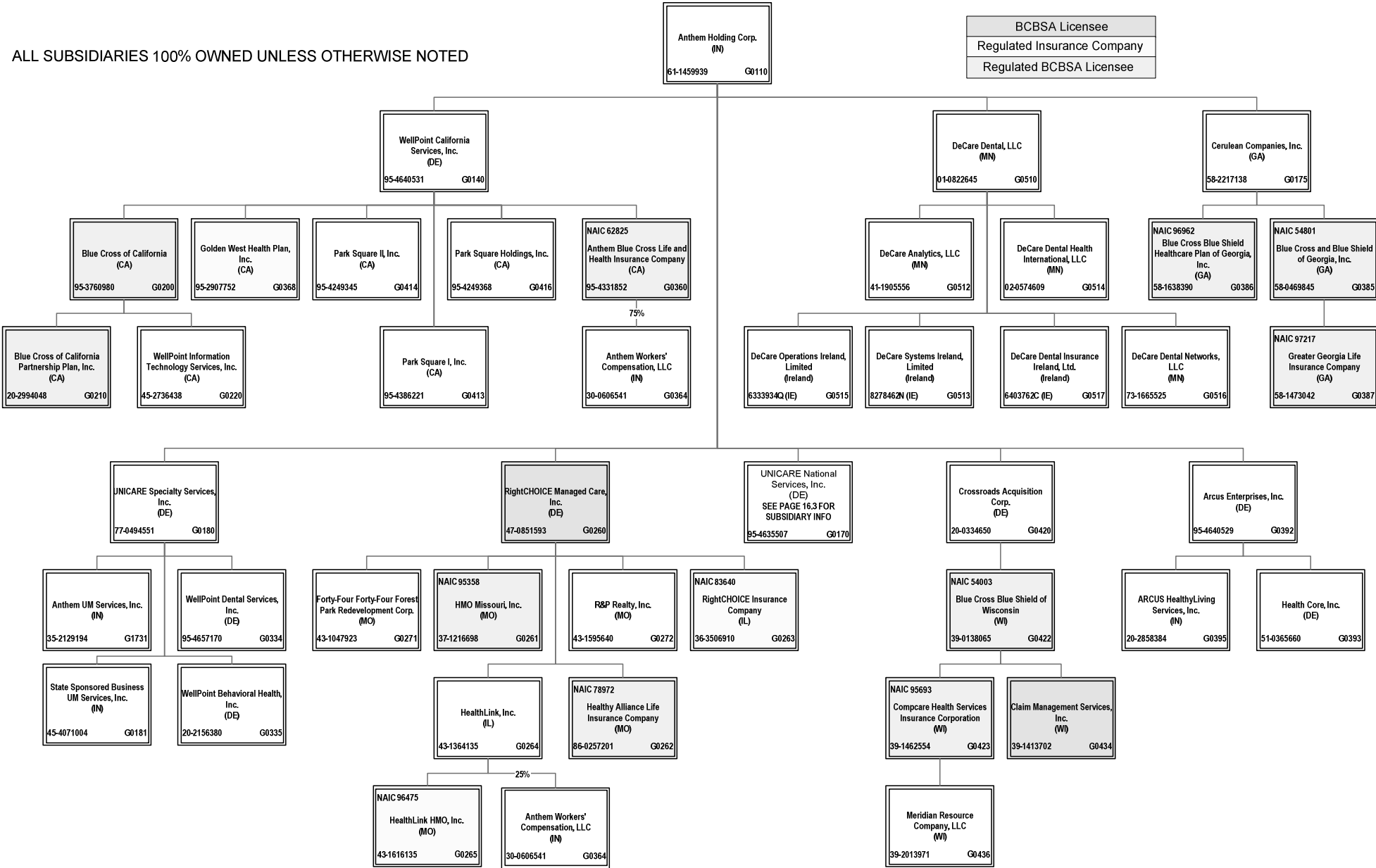
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



*36.12 of WPMI, LLC is owned by unaffiliated investors

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

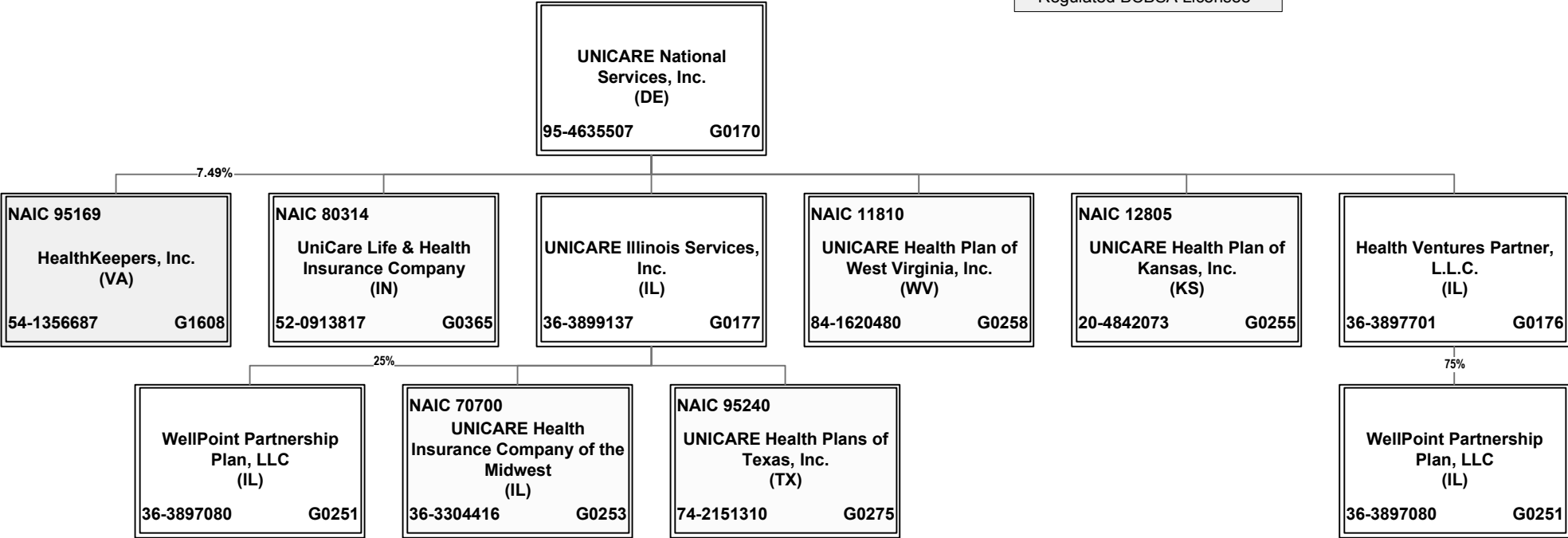
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SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

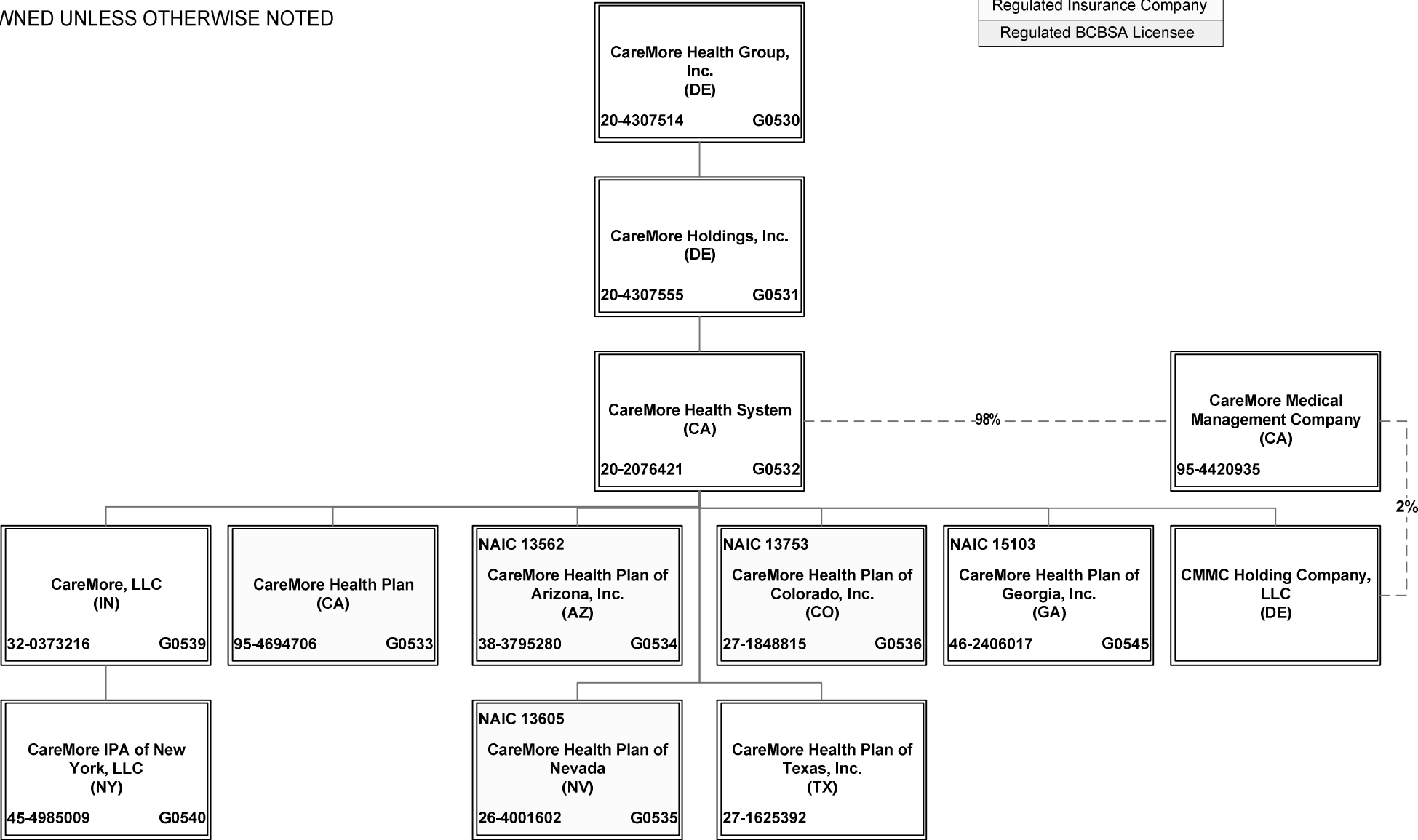
BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

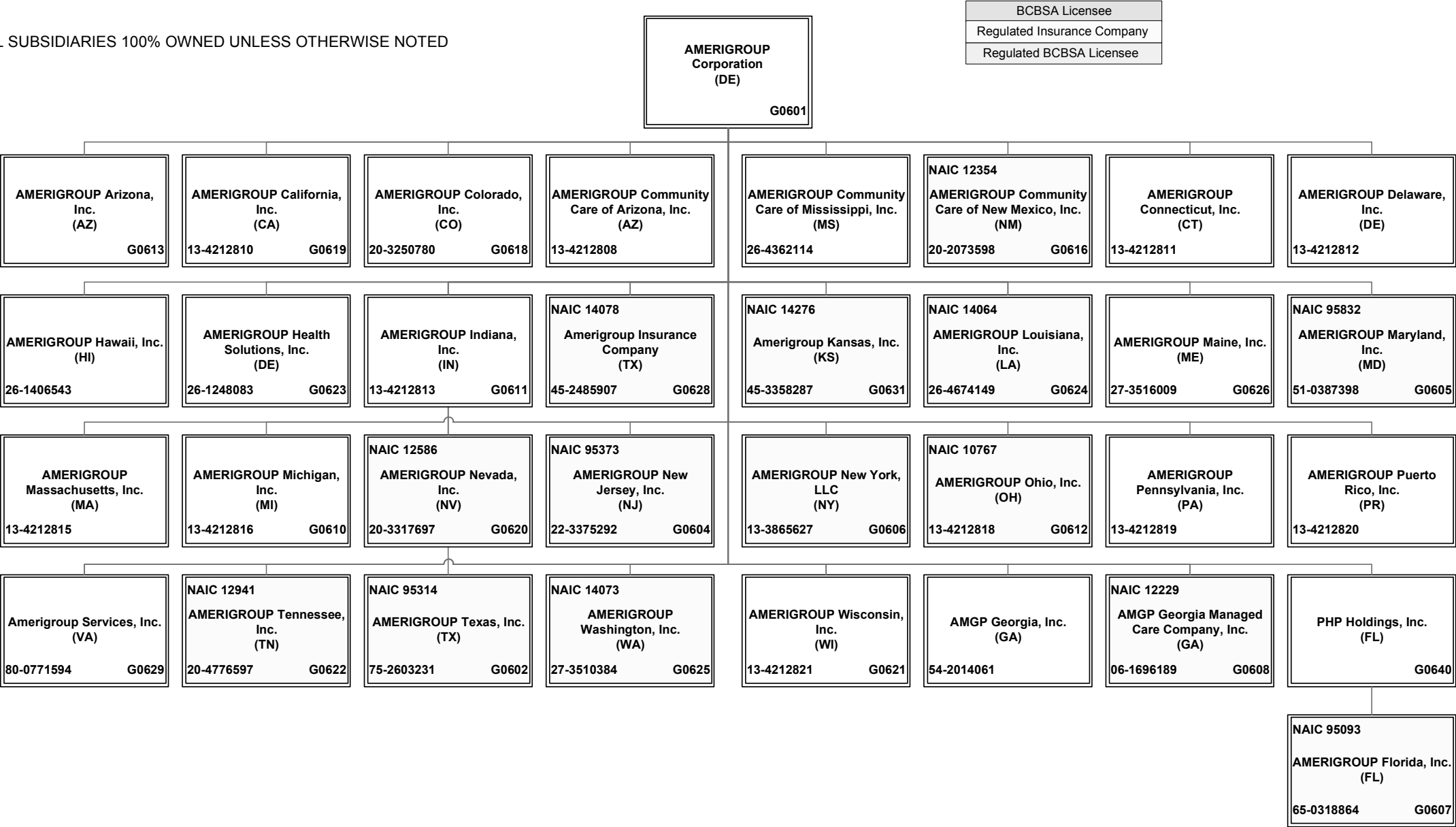
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



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PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
..0671	WellPoint, Inc.	..11069	36-4384128				American Imaging Management East, LLC	..DE	..IA	American Imaging Management, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		36-3692630				American Imaging Management, Inc.	..IL	..NIA	Imaging Management Holdings, L.L.C.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.						AMERIGROUP Arizona, Inc.	..AZ	..NIA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212810				AMERIGROUP California, Inc.	..CA	..NIA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		20-3250780				AMERIGROUP Colorado, Inc.	..CO	..NIA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.						AMERIGROUP Community Care of Arizona, Inc.							
..0671	WellPoint, Inc.		13-4212808					..AZ	..NIA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.						AMERIGROUP Community Care of Mississippi, Inc.	..MS	..NIA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		26-4362114											
..0671	WellPoint, Inc.						AMERIGROUP Community Care of New Mexico, Inc.	..NM	..IA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..12354	20-2073598					..CT	..NIA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212811				AMERIGROUP Connecticut, Inc.							
..0671	WellPoint, Inc.						AMERIGROUP Corporation	..DE	..NIA	ATH Holding Company, LLC	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212812				AMERIGROUP Delaware, Inc.	..DE	..NIA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..95093	65-0318864				AMERIGROUP Florida, Inc.	..FL	..IA	PHP Holdings, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		26-1406543				AMERIGROUP Hawaii, Inc.	..HI	..NIA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		26-1248083				AMERIGROUP Health Solutions, Inc.	..DE	..NIA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212813				AMERIGROUP Indiana, Inc.	..IN	..NIA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..14078	45-2485907				Amerigroup Insurance Company	..TX	..IA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..14276	45-3358287				Amerigroup Kansas, Inc.	..KS	..IA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..14064	26-4674149				AMERIGROUP Louisiana, Inc.	..LA	..IA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		27-3516009				AMERIGROUP Maine, Inc.	..ME	..NIA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..95832	51-0387398				AMERIGROUP Maryland, Inc.	..MD	..IA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212815				AMERIGROUP Massachusetts, Inc.	..MA	..NIA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212816				AMERIGROUP Michigan, Inc.	..MI	..NIA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..12586	20-3317697				AMERIGROUP Nevada, Inc.	..NV	..IA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..95373	22-3375292				AMERIGROUP New Jersey, Inc.	..NJ	..IA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-3865627				AMERIGROUP New York, LLC	..NY	..IA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	..0100
..0671	WellPoint, Inc.	..10767	13-4212818				AMERIGROUP Ohio, Inc.	..OH	..IA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212819				AMERIGROUP Pennsylvania, Inc.	..PA	..NIA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212820				AMERIGROUP Puerto Rico, Inc.	..PR	..NIA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		80-0771594				Amerigroup Services, Inc.	..VA	..NIA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..12941	20-4776597				AMERIGROUP Tennessee, Inc.	..TN	..IA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..95314	75-2603231				AMERIGROUP Texas, Inc.	..TX	..IA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..14073	27-3510384				AMERIGROUP Washington, Inc.	..WA	..IA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212821				AMERIGROUP Wisconsin, Inc.	..WI	..NIA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		54-2014061				AMGP Georgia, Inc.	..GA	..NIA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..12229	06-1696189				AMGP Georgia Managed Care Company, Inc.	..GA	..IA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.						Anthem Blue Cross Life and Health Insurance Company	..CA	..IA	WellPoint California Services, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..62825	95-4331852				Anthem Financial, Inc.	..DE	..NIA	Associated Group, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		35-1898945				Anthem Health Insurance Company of Nevada	..NV	..NIA	HMO Colorado, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		26-1498094											
..0671	WellPoint, Inc.	..95120	61-1237516				Anthem Health Plans of Kentucky, Inc.	..KY	..IA	ATH Holding Company, LLC	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..52618	31-1705652				Anthem Health Plans of Maine, Inc.	..ME	..RE	ATH Holding Company, LLC	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.						Anthem Health Plans of New Hampshire, Inc.							
..0671	WellPoint, Inc.	..53759	02-0510530					..NH	..IA	ATH Holding Company, LLC	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..71835	54-0357120	40003317			Anthem Health Plans of Virginia, Inc.	..VA	..IA	Anthem Southeast, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..60217	06-1475928				Anthem Health Plans, Inc.	..CT	..IA	ATH Holding Company, LLC	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		61-1459939				Anthem Holding Corp.	..IN	..NIA	WellPoint, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..28207	35-0781558				Anthem Insurance Companies, Inc.	..IN	..IA	WellPoint, Inc.	Ownership	..100.000	WellPoint, Inc.	

SCHEDULE Y
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...0671...	WellPoint, Inc.13573...	20-5876774	Anthem Life & Disability Insurance CompanyNY...	..IA.....	WellPoint Acquisition, LLC	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.61069...	35-0980405	Anthem Life Insurance CompanyIN...	..IA.....	Rocky Mountain Hospital and Medical Service, Inc.	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	32-0031791	Anthem Southeast, Inc.IN...	..NIA.....	WellPoint, Inc.	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	35-2129194	Anthem UM Services, Inc.IN...	..NIA.....	UNICARE Specialty Services, Inc.	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	30-0606541	Anthem Workers' Compensation, LLCIN...	..NIA.....	Anthem Blue Cross Life and Health Insurance Company	Ownership.....	..75.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	30-0606541	Anthem Workers' Compensation, LLCIN...	..NIA.....	HealthLink, Inc.	Ownership.....	..25.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	95-4640529	Arcus Enterprises, Inc.DE...	..NIA.....	Anthem Holding Corp.	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	20-2858384	ARCUS HealthLiving Services, Inc.IN...	..NIA.....	Arcus Enterprises, Inc.	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	35-1292384	Associated Group, Inc.IN...	..NIA.....	Anthem Insurance Companies, Inc.	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	11-3713086	ATH Holding Company, LLCIN...	..UDP.....	WellPoint, Inc.	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.54801...	58-0469845	Blue Cross and Blue Shield of Georgia, Inc.GA...	..IA.....	Cerulean Companies, Inc.	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.96962...	58-1638390	Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.GA...	..IA.....	Cerulean Companies, Inc.	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.54003...	39-0138065	Blue Cross Blue Shield of WisconsinWI...	..IA.....	Crossroads Acquisition Corp.	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	95-3760980	Blue Cross of CaliforniaCA...	..IA.....	WellPoint California Services, Inc.	Ownership.....	..100.000...	WellPoint, Inc.0101...
...0671...	WellPoint, Inc.	20-2994048	Blue Cross of California Partnership Plan, Inc.CA...	..IA.....	Blue Cross of California	Ownership.....	..100.000...	WellPoint, Inc.0102...
...0671...	WellPoint, Inc.	20-4307514	CareMore Health Group, Inc.DE...	..NIA.....	ATH Holding Company, LLC	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	95-4694706	CareMore Health PlanCA...	..IA.....	CareMore Health System	Ownership.....	..100.000...	WellPoint, Inc.0103...
...0671...	WellPoint, Inc.13562...	38-3795280	CareMore Health Plan of Arizona, Inc.AZ...	..IA.....	CareMore Health System	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.13753...	27-1848815	CareMore Health Plan of Colorado, Inc.CO...	..IA.....	CareMore Health System	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	46-2406017	CareMore Health Plan of Georgia, Inc.GA...	..NIA.....	CareMore Health System	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.13605...	26-4001602	CareMore Health Plan of NevadaNV...	..IA.....	CareMore Health System	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	27-1625392	CareMore Health Plan of Texas, Inc.TX...	..NIA.....	CareMore Health System	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	20-4307555	CareMore Holdings, Inc.DE...	..NIA.....	CareMore Health Group, Inc.	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	45-4985009	CareMore IPA of New York, LLCNY...	..NIA.....	CareMore, LLC	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	32-0373216	CareMore, LLCIN...	..NIA.....	CareMore Health System	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	20-2076421	CareMore Health SystemCA...	..NIA.....	CareMore Holdings, Inc.	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	95-4420935	CareMore Medical Management CompanyCA...	..NIA.....	CareMore Health System	Ownership.....	..98.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	95-4420935	CareMore Medical Management CompanyCA...	..NIA.....	CMMC Holding Company, LLC	Ownership.....	..2.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	58-2217138	CareNex Health Services, LLCDE...	..NIA.....	SellCore, Inc.	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	39-1413702	Cerulean Companies, Inc.GA...	..NIA.....	Anthem Holding Corp.	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	39-1413702	Claim Management Services, Inc.WI...	..NIA.....	Blue Cross Blue Shield of Wisconsin	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	31-1440175	CMMC Holding Company, LLCDE...	..NIA.....	CareMore Health System	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.10345...	31-1440175	Community Insurance CompanyOH...	..IA.....	ATH Holding Company, LLC	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.95693...	39-1462554	Compcare Health Services Insurance CorporationWI...	..IA.....	Blue Cross Blue Shield of Wisconsin	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	20-0334650	Crossroads Acquisition Corp.DE...	..NIA.....	Anthem Holding Corp.	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	41-1905556	DeCare Analytics, LLCMN...	..NIA.....	DeCare Dental, LLC	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	02-0574609	DeCare Dental Health International, LLCMN...	..NIA.....	DeCare Dental, LLC	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	73-1665525	DeCare Dental Insurance Ireland, Ltd.JRL...	..NIA.....	DeCare Dental, LLC	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	01-0822645	DeCare Dental Networks, LLCMN...	..NIA.....	DeCare Dental, LLC	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	26-2544715	DeCare Dental, LLCMN...	..NIA.....	Anthem Holding Corp.	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	13-3934328	DeCare Operations Ireland, LimitedJRL...	..NIA.....	DeCare Dental, LLC	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	13-3934328	DeCare Systems Ireland, LimitedJRL...	..NIA.....	DeCare Dental, LLC	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	13-3934328	Designated Agent Company, Inc.KY...	..NIA.....	Anthem Health Plans of Kentucky, Inc.	Ownership.....	..100.000...	WellPoint, Inc.
...0671...	WellPoint, Inc.	13-3934328	EHC Benefits Agency, Inc.NY...	..NIA.....	WellPoint Holding Corp	Ownership.....	..100.000...	WellPoint, Inc.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
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...0671 ...	WellPoint, Inc.55093	23-7391136				Empire HealthChoice Assurance, Inc.NY...	...IA...	WellPoint Holding Corp	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc. ....	...95433	13-3874803				Empire HealthChoice HMO, Inc. ....	...NY...	...IA...	Empire HealthChoice Assurance, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		43-1047923				Forty-Four Forty-Four Forest Park Redevelopment Corp. ....	...MO...	...NIA...	RightCHOICE Managed Care, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		95-2907752				Golden West Health Plan, Inc. ....	...CA...	...IA...	WellPoint California Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	...0104 ...
...0671 ...	WellPoint, Inc.		26-4286154				Government Health Services, LLC .....	...WI...	...NIA...	ATH Holding Company, LLC	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc. ....	...97217	58-1473042				Greater Georgia Life Insurance Company .....	...GA...	...IA...	Blue Cross and Blue Shield of Georgia, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		51-0365660				Health Core, Inc. ....	...DE...	...NIA...	Arcus Enterprises, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		54-1237939				Health Management Corporation .....	...VA...	...NIA...	Southeast Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		36-3897701				Health Ventures Partner, L.L.C. ....	...IL...	...NIA...	UNICARE National Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc. ....	...95169	54-1356687				HealthKeepers, Inc. ....	...VA...	...IA...	Anthem Southeast, Inc.	Ownership.....	...92.510 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc. ....	...95169	54-1356687				HealthKeepers, Inc. ....	...VA...	...IA...	UNICARE National Services, Inc.	Ownership.....	...7.490 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc. ....	...96475	43-1616135				HealthLink HMO, Inc. ....	...MO...	...IA...	HealthLink, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		43-1364135				HealthLink, Inc. ....	...IL...	...NIA...	RightCHOICE Managed Care, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc. ....	...78972	86-0257201				Healthy Alliance Life Insurance Company .....	...MO...	...IA...	RightCHOICE Managed Care, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc. ....	...95473	84-1017384				HMO Colorado, Inc. ....	...CO...	...IA...	Rocky Mountain Hospital and Medical Service, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc. ....	...95358	37-1216698				HMO Missouri, Inc. ....	...MO...	...IA...	RightCHOICE Managed Care, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		75-2619605				Imaging Management Holdings, L.L.C. ....	...DE...	...NIA...	ATH Holding Company, LLC	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		56-2368286				Imaging Providers of Texas (non-profit) ...	...TX...	...NIA...	American Imaging Management, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc. ....	...95527	02-0494919				Matthew Thornton Health Plan, Inc. ....	...NH...	...IA...	Anthem Health Plans of New Hampshire, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		39-2013971				Meridian Resource Company, LLC .....	...WI...	...NIA...	Compcare Health Services Insurance Corporation	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		35-1840597				National Government Services, Inc. ....	...IN...	...NIA...	Anthem Insurance Companies, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		46-1595582				National Telehealth Network, LLC .....	...DE...	...NIA...	Sellcore, Inc.	Ownership.....	...50.000 ...	WellPoint, Inc. ....	...0105 ...
...0671 ...	WellPoint, Inc. ....	...85286	75-1461960				OneNation Insurance Company .....	...IN...	...IA...	ATH Holding Company, LLC	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		95-4249368				Park Square Holdings, Inc. ....	...CA...	...NIA...	WellPoint California Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		95-4386221				Park Square I, Inc. ....	...CA...	...NIA...	WellPoint California Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		95-4249345				Park Square II, Inc. ....	...CA...	...NIA...	WellPoint California Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		43-1595640				PHP Holdings, Inc. ....	...FL...	...NIA...	AMERIGROUP Corporation	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		56-2396739				R & P Realty, Inc. ....	...MO...	...NIA...	RightCHOICE Managed Care, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc. ....	...83640	36-3506910				Resolution Health, Inc. ....	...DE...	...NIA...	Anthem Southeast, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		47-0851593				RightCHOICE Insurance Company .....	...IL...	...IA...	RightCHOICE Managed Care, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.						RightCHOICE Managed Care, Inc. ....	...DE...	...NIA...	Anthem Holding Corp.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc. ....	...11011	84-0747736				Rocky Mountain Hospital and Medical Service, Inc. ....	...CO...	...IA...	ATH Holding Company, LLC	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		20-0473316				SellCore, Inc. ....	...DE...	...NIA...	WellPoint, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		55-0712302				Southeast Services, Inc. ....	...VA...	...NIA...	Anthem Southeast, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		45-4071004				State Sponsored Business UM Services, Inc. ....	...IN...	...NIA...	UNICARE Specialty Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		35-1835818				The WellPoint Companies, Inc. ....	...IN...	...NIA...	ATH Holding Company, LLC	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		45-5443372				The WellPoint Companies of California, Inc. ....	...CA...	...NIA...	ATH Holding Company, LLC	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc.		43-1967924				TrustSolutions, LLC .....	...WI...	...NIA...	Government Health Services, LLC	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc. ....	...70700	36-3304416				UNICARE Health Insurance Company of the Midwest .....	...IL...	...IA...	UNICARE Illinois Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc. ....	...12805	20-4842073				UNICARE Health Plan of Kansas, Inc. ....	...KS...	...IA...	UNICARE National Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	
...0671 ...	WellPoint, Inc. ....	...11810	84-1620480				UNICARE Health Plan of West Virginia, Inc. ....	...WV...	...IA...	UNICARE National Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc.	

STATEMENT AS OF MARCH 31, 2014 OF THE Anthem Health Plans of Maine, Inc.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Loca-tion	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
...0671 ...	WellPoint, Inc. ....	...95420	74-2151310 .....	.....	.....	.....	UNICARE Health Plans of Texas, Inc. ....	...TX.....	...IA.....	UNICARE Illinois Services, Inc.	Ownership.....	...100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	36-3899137 .....	.....	.....	.....	UNICARE Illinois Services, Inc. ....	...IL.....	...NIA.....	UNICARE National Services, Inc.	Ownership.....	...100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...80314	52-0913817 .....	.....	.....	.....	UNICARE Life & Health Insurance Company .....	...IN.....	...IA.....	UNICARE National Services, Inc.	Ownership.....	...100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	95-4635507 .....	.....	.....	.....	UNICARE National Services, Inc. ....	...DE.....	...NIA.....	Anthem Holding Corp.	Ownership.....	...100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	77-0494551 .....	.....	.....	.....	UNICARE Specialty Services, Inc. ....	...DE.....	...NIA.....	Anthem Holding Corp.	Ownership.....	...100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	36-4014617 .....	.....	.....	.....	UtiliMED IPA, Inc. ....	...NY.....	...NIA.....	American Imaging Management, Inc.	Ownership.....	...100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	20-4405193 .....	.....	.....	.....	WellPoint Acquisition, LLC .....	...IN.....	...NIA.....	WellPoint, Inc.	Ownership.....	...100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	20-2156380 .....	.....	.....	.....	WellPoint Behavioral Health, Inc. ....	...DE.....	...NIA.....	UNICARE Specialty Services, Inc.	Ownership.....	...100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	95-4640531 .....	.....	.....	.....	WellPoint California Services, Inc. ....	...DE.....	...NIA.....	Anthem Holding Corp.	Ownership.....	...100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	95-4657170 .....	.....	.....	.....	WellPoint Dental Services, Inc. ....	...DE.....	...NIA.....	UNICARE Specialty Services, Inc.	Ownership.....	...100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	20-3620996 .....	.....	.....	.....	WellPoint Holding Corp .....	...DE.....	...NIA.....	WellPoint, Inc.	Ownership.....	...100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	45-2736438 .....	.....	.....	.....	WellPoint Information Technology Services, Inc. ....	...CA.....	...NIA.....	Blue Cross of California	Ownership.....	...100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	36-4595641 .....	.....	.....	.....	WellPoint Insurance Services, Inc. ....	...HI.....	...NIA.....	WellPoint, Inc.	Ownership.....	...100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	36-3897080 .....	.....	.....	.....	WellPoint Partnership Plan, LLC .....	...IL.....	...NIA.....	Health Ventures Partner, L.L.C.	Ownership.....	...75.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	36-3897080 .....	.....	.....	.....	WellPoint Partnership Plan, LLC .....	...IL.....	...NIA.....	UNICARE Illinois Services, Inc.	Ownership.....	...25.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	35-2145715 .....	.....	6324	New York Stock Exchange (NYSE)	WellPoint, Inc. ....	...IN.....	...UIP.....	.....	.....	.....	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	98-0552141 .....	.....	.....	.....	WPMI (Shanghai) Enterprise Service Co. Ltd. ....	...CHN.....	...NIA.....	WPMI, LLC	Ownership.....	...100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	20-8672847 .....	.....	.....	.....	WPMI, LLC .....	...DE.....	...NIA.....	ATH Holding Company, LLC	Ownership.....	...63.880	WellPoint, Inc. ....	...0106 ...

Asterisk	Explanation
0100	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the New York State Department of Health.
0101	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0102	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0103	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0104	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0105	50% owned by American Well Corporation
0106	36.12% owned by unaffiliated investors

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

Explanation:

1.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]



STATEMENT AS OF MARCH 31, 2014 OF THE Anthem Health Plans of Maine, Inc.

OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 25

		Current Statement Date			4 Prior Year Net Admitted Assets
		1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504.	Miscellaneous Receivables	114,123	4,172	109,951	127,475
2505.	Prepaid Expenses	275,022	275,022	0	0
2597.	Summary of remaining write-ins for Line 25 from overflow page	389,145	279,194	109,951	127,475

Additional Write-ins for Liabilities Line 23

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
2304.	Other Liabilities	1,405,558		1,405,558	1,046,547
2305.	Performance Gaurantee Liability	747,866		747,866	710,091
2306.	Retroactivity Liability	635,994		635,994	564,528
2397.	Summary of remaining write-ins for Line 23 from overflow page	2,789,418	0	2,789,418	2,321,166

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	8,055,018	8,349,752
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	214,692	97,686
2.2 Additional investment made after acquisition		0
3. Current year change in encumbrances		0
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		0
7. Deduct current year's other than temporary impairment recognized		0
8. Deduct current year's depreciation	98,031	392,420
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	8,171,679	8,055,018
10. Deduct total nonadmitted amounts		0
11. Statement value at end of current period (Line 9 minus Line 10)	8,171,679	8,055,018

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest point and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	205,702	218,090
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		(12,388)
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	205,702	205,702
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	205,702	205,702

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	195,960,781	212,238,127
2. Cost of bonds and stocks acquired	18,701,024	54,787,412
3. Accrual of discount	24,747	93,392
4. Unrealized valuation increase (decrease)		(9,659)
5. Total gain (loss) on disposals	108,526	2,060,930
6. Deduct consideration for bonds and stocks disposed of	15,971,478	70,907,942
7. Deduct amortization of premium	537,953	2,203,411
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		98,068
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	198,285,647	195,960,781
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	198,285,647	195,960,781

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	130,316,971	22,088,069	19,922,159	(316,722)	132,166,159	0	0	130,316,971
2. NAIC 2 (a)	67,497,543	0	0	(196,484)	67,301,059	0	0	67,497,543
3. NAIC 3 (a)	0				0			
4. NAIC 4 (a)	0				0			
5. NAIC 5 (a)	0				0			
6. NAIC 6 (a)	0				0			
7. Total Bonds	197,814,514	22,088,069	19,922,159	(513,206)	199,467,218	0	0	197,814,514
PREFERRED STOCK								
8. NAIC 1	0				0			
9. NAIC 2	0				0			
10. NAIC 3	0				0			
11. NAIC 4	0				0			
12. NAIC 5	0				0			
13. NAIC 6	0				0			
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	197,814,514	22,088,069	19,922,159	(513,206)	199,467,218	0	0	197,814,514

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$; NAIC 3 \$;
NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	1,181,571	xxx	1,181,571	10	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	1,853,733	2,016,324
2. Cost of short-term investments acquired	3,387,045	53,883,227
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	4,059,207	54,045,818
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	1,181,571	1,853,733
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	1,181,571	1,853,733

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives

N O N E

Schedule E - Verification - Cash Equivalents

N O N E

SCHEDULE A - PART 2

Showing All Real Estate ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	Location		4	5	6	7	8	9
	2	3						
Description of Property	City	State	Date Acquired	Name of Vendor	Actual Cost at Time of Acquisition	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Additional Investment Made After Acquisition
Boiler upgrade	South Portland	ME	01/02/2014	Various	134,834		132,587	
Cooling tower install	South Portland	ME	01/02/2014	Various	79,858		78,527	
0199999. Acquired by Purchase					214,692	0	211,114	0
.....								
.....								
.....								
.....								
.....								
.....								
0399999 - Totals					214,692	0	211,114	0

SCHEDULE A - PART 3

Showing All Real Estate DISPOSED During the Quarter, Including Payments During the Final Year on "Sales Under Contract"

1	Location		4	5	6	7	8	Change in Book/Adjusted Carrying Value Less Encumbrances					14	15	16	17	18	19	20
	2	3						9	10	11	12	13							
Description of Property	City	State	Disposal Date	Name of Purchaser	Actual Cost	Expended for Additions, Permanent Improvements and Changes in Encumbrances	Book/Adjusted Carrying Value Less Encumbrances Prior Year	Current Year's Depreciation	Current Year's Other Than Temporary Impairment Recognized	Current Year's Change in Encumbrances	Total Change in Book/Adjusted Carrying Value (11-9-10)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Amounts Received During Year	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Gross Income Earned Less Interest Incurred on Encumbrances	Taxes, Repairs and Expenses Incurred
.....																			
.....																			
.....																			
.....																			
.....																			
.....																			
.....																			
.....																			
0399999 - Totals																			

Schedule B - Part 2 - Mortgage Loans Acquired
N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid
N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired
N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid
N O N E

STATEMENT AS OF MARCH 31, 2014 OF THE Anthem Health Plans of Maine, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
059165-EF-3	BALTIMORE GAS AND ELECTRIC 3.350% 07/01/23		.03/13/2014	Scotia Capital		.988,630	1,000,000	7,165	1FE
06406H-CS-6	BANK OF NEW YORK SERIES 10YR 3.650% 02/04/24		.02/19/2014	Bony/Barclays Capital Inc		1,013,000	1,000,000	2,028	1FE
110122-AT-5	BRISTOL-MYERS SQUIBB CO 2.000% 08/01/22		.03/17/2014	HSBC Securities		910,740	1,000,000	2,722	1FE
209111-EZ-2	Cons Edison Co Of Ny 4.450% 06/15/20		.03/18/2014	First Tennessee Capital		1,102,880	1,000,000	11,867	1FE
26875P-AK-7	EOG RESOURCES 2.625% 03/15/23		.01/15/2014	Scotia Capital		924,320	1,000,000	9,188	1FE
452308-AT-6	ILLINOIS TOOL WORKS 3.500% 03/01/24		.03/24/2014	Loop Capital Markets		999,720	1,000,000	3,111	1FE
59156R-AX-6	METLIFE 4.750% 02/08/21		.03/19/2014	McDonald & Co.		1,114,550	1,000,000	6,069	1FE
67021C-AG-2	NSTAR ELECTRIC CO 2.375% 10/15/22		.02/11/2014	First Union Capital Markets		930,440	1,000,000	7,851	1FE
713448-BY-3	PEPSICO INC 2.750% 03/05/22		.03/13/2014	Pierpont Securities		972,140	1,000,000	993	1FE
742718-EB-1	PROCTER AND GAMBLE CO 3.100% 08/15/23		.03/12/2014	Mizuho Securities USA		1,281,059	1,300,000	3,582	1FE
89233P-ST-9	TOYOTA MOTOR CREDIT CORP MTN 3.300% 01/12/22		.03/26/2014	UBS Securities Inc		1,416,954	1,400,000	10,138	1FE
91324P-CC-4	UNITEDHEALTH GROUP INC 2.875% 03/15/23		.03/13/2014	BNY Capital Markets Inc, Rose		950,500	1,000,000	240	1FE
94974B-FC-9	WELLS FARGO & COMPANY MTN 3.500% 03/08/22		.03/18/2014	First Union Capital Markets		1,115,441	1,090,000	1,378	1FE
73755L-AL-1	POTASH CORP 3.625% 03/15/24	A	.03/25/2014	Bony/Barclays Capital Inc		987,940	1,000,000	2,115	1FE
78008T-LB-8	ROYAL BANK OF CANADA 2.300% 07/20/16	A	.03/26/2014	Toronto Dominion Securities		1,032,950	1,000,000	4,536	1FE
05253J-AC-5	AUST & NZ BANKING GRP NY 1.450% 05/15/18	F	.03/26/2014	RBC Dominion		1,961,340	2,000,000	10,956	1FE
05574L-XH-6	BNP PARIBAS Series MTN 2.450% 03/17/19	F	.03/25/2014	Bony/Barclays Capital Inc		998,420	1,000,000	749	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						18,701,024	18,790,000	84,688	XXX
8399997. Total - Bonds - Part 3						18,701,024	18,790,000	84,688	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						18,701,024	18,790,000	84,688	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						18,701,024	XXX	84,688	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

STATEMENT AS OF MARCH 31, 2014 OF THE Anthem Health Plans of Maine, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Other Than Temporary Impairment Recog- nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)	
110709-BW-5	PROVINCE OF BRITISH COLUMBIA 2.850% 06/15/15	A	03/12/2014	J P Morgan		1,238,556	1,200,000	1,199,340	1,199,796	0	29	0	29	0	1,199,825	0	38,731	38,731	8,740	06/15/2015	1FE	
1099999	Subtotal - Bonds - All Other Governments					1,238,556	1,200,000	1,199,340	1,199,796	0	29	0	29	0	1,199,825	0	38,731	38,731	8,740	XXX	XXX	
03523T-BM-9	ANHEUSER-BUSCH 0.800% 07/15/15		03/25/2014	McDonald & Co. Piper Jaffray & Hopwood Inc		1,004,200	1,000,000	1,003,030	1,002,031	0	(318)	0	(318)	0	1,001,713	0	2,487	2,487	5,622	07/15/2015	1FE	
037833-AH-3	APPLE COMPUTER INC 0.450% 05/03/16		03/26/2014			998,030	1,000,000	993,780	994,273	0	608	0	608	0	994,881	0	3,149	3,149	1,850	05/03/2016	1FE	
09247X-AE-1	BLACKROCK INC 5.000% 12/10/19		03/25/2014	Morgan Stanley		1,131,040	1,000,000	1,153,240	1,124,654	0	(4,699)	0	(4,699)	0	1,119,955	0	11,085	11,085	15,000	12/10/2019	1FE	
14912L-5D-9	CATERPILLAR FINANCE SE SERIES MTN 1.100% 05/29/15		03/18/2014	Jeffries & Co		1,008,530	1,000,000	1,012,550	1,006,225	0	(977)	0	(977)	0	1,005,248	0	3,282	3,282	3,422	05/29/2015	1FE	
17275R-AG-7	CISCO SYSTEMS INC 2.900% 11/17/14		03/13/2014	First Union Capital Markets BNY Capital Markets Inc, Rose		1,017,540	1,000,000	1,049,160	1,021,596	0	(5,256)	0	(5,256)	0	1,016,340	0	1,200	1,200	9,747	11/17/2014	1FE	
24422E-RS-0	JOHN DEERE CAPITAL CORP 0.950% 06/29/15		03/13/2014			1,007,400	1,000,000	1,007,890	1,006,797	0	(970)	0	(970)	0	1,005,827	0	1,573	1,573	2,085	06/29/2015	1FE	
38259P-AB-8	GOOGLE INC 3.625% 05/19/21		03/26/2014	Chase		1,482,922	1,400,000	1,460,018	1,456,899	0	(1,729)	0	(1,729)	0	1,455,170	0	27,752	27,752	18,608	05/19/2021	1FE	
713448-BM-9	PEPSICO INC 3.100% 01/15/15		03/13/2014	McDonald & Co.		1,022,750	1,000,000	1,059,280	1,024,976	0	(5,131)	0	(5,131)	0	1,019,845	0	2,905	2,905	20,925	01/15/2015	1FE	
87236Y-AB-4	TD AMERITRADE HOLDING CORP 4.150% 12/01/14		03/24/2014	BNY Capital Markets Inc, Rose		1,025,150	1,000,000	1,065,630	1,024,157	0	(6,270)	0	(6,270)	0	1,017,887	0	7,263	7,263	13,372	12/01/2014	1FE	
913017-BH-1	UNITED TECHNOLOGIES CORP 4.875% 05/01/15		03/19/2014	BNY Capital Markets Inc, Rose		1,048,840	1,000,000	1,117,430	1,056,501	0	(9,736)	0	(9,736)	0	1,046,764	0	2,076	2,076	19,365	05/01/2015	1FE	
91324P-AH-5	UNITEDHEALTH GROUP INC 4.750% 02/10/14		02/10/2014	Maturity		1,000,000	1,000,000	1,064,260	1,004,513	0	(4,513)	0	(4,513)	0	1,000,000	0	0	0	23,750	02/10/2014	1FE	
94974B-ET-3	WELLS FARGO & COMPANY 3.750% 10/01/14		03/18/2014	Scotia Capital		1,018,440	1,000,000	1,060,460	1,022,889	0	(6,767)	0	(6,767)	0	1,016,123	0	2,317	2,317	17,708	10/01/2014	1FE	
89114Q-AG-3	TORONTO DOMINION BANK SERIES MTN 1.400% 04/30/18	A	03/26/2014	J P Morgan		1,968,080	2,000,000	1,957,540	1,961,246	0	2,128	0	2,128	0	1,963,374	0	4,706	4,706	11,667	04/30/2018	1FE	
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					14,732,922	14,400,000	15,004,268	14,706,757	0	(43,630)	0	(43,630)	0	14,663,127	0	69,795	69,795	163,121	XXX	XXX	
8399997	Total - Bonds - Part 4					15,971,478	15,600,000	16,203,608	15,906,553	0	(43,601)	0	(43,601)	0	15,862,952	0	108,526	108,526	171,861	XXX	XXX	
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total - Bonds					15,971,478	15,600,000	16,203,608	15,906,553	0	(43,601)	0	(43,601)	0	15,862,952	0	108,526	108,526	171,861	XXX	XXX	
8999997	Total - Preferred Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997	Total - Common Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998	Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Total - Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999	Total - Preferred and Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999	Totals					15,971,478	XXX	16,203,608	15,906,553	0	(43,601)	0	(43,601)	0	15,862,952	0	108,526	108,526	171,861	XXX	XXX	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open
N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made
N O N E

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open
N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged By
N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged To
N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned
N O N E

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6	7	8	
					First Month	Second Month	Third Month	
Bank of America Hartford, CT					(40,973,191)	(14,414,862)	(42,631,154)	XXX
0199998. Deposits in ... 2 depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX			100,651	(74,537)	13,149	XXX
0199999. Totals - Open Depositories	XXX	XXX	0	0	(40,872,540)	(14,489,399)	(42,618,005)	XXX
0299998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX						XXX
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	0	0	(40,872,540)	(14,489,399)	(42,618,005)	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999. Total - Cash	XXX	XXX	0	0	(40,872,540)	(14,489,399)	(42,618,005)	XXX

STATEMENT AS OF MARCH 31, 2014 OF THE Anthem Health Plans of Maine, Inc.

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due and Accrued	Amount Received During Year
NONE							
8699999 - Total Cash Equivalents							